

RECORDATION NO. 17391-P FILED

DEC 22 '10 -3 45 PM

SURFACE TRANSPORTATION BOARD

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December 22, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement, dated as of December 22, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial termination and relates to the documents previously filed with the Commission under Recordation Numbers 17391-B, 17391-C and 17391-E.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/  
Lessor:

U.S. Bank National Association (successor to  
Wachovia Bank, National Association and  
Meridian Trust Company)  
920 King Street  
Wilmington, DE 19801

Lessee:

Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

**Section Chief  
December 22, 2010  
Page two**

**A description of the railroad equipment covered by the enclosed document is:**

**40 railcars within the series MCHX 30005 - MCHX 30559 as more particularly set forth in the attachment to the document.**


**A short summary of the document to appear in the index is:**

**Partial Termination of Lease Agreement.**

**Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.**

**Kindly return stamped copies of the enclosed document to the undersigned.**

**Very truly yours,**

  
✓ **Robert W. Alvord**

**RWA/sem  
Enclosures**

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**PARTIAL TERMINATION OF LEASE AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made and entered into as of December 22, 2010 by and between U.S. BANK, NATIONAL ASSOCIATION (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee, as Lessor (the "Lessor") and UNION PACIFIC RAILROAD COMPANY, as Lessee (the "Lessee").

- 1) Lessor has heretofore leased to Lessee those certain railroad equipment set forth on Exhibit A attached hereto pursuant to Lease Supplements No. 1 and No. 2 to the Lease Agreement, dated as of June 20, 1991 (as amended, modified or supplemented to date, the "Lease"), preliminary executed copies of which were duly recorded with the Interstate Commerce Commission under Recordation Numbers 17391-B, 17391-C and 17391-E.
- 2) The Lease is terminated effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A attached hereto (the "Railcars").
- 3) This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.
- 4) This Partial Termination of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
- 5) Lessor and Lessee hereby agree that upon the termination evidenced hereby, Lessor shall have no obligations to the Lessee in respect of the Railcars under the Operative Documents, including without limitation Section 4(c) of the Lease (whether for storage or otherwise).
- 6) Lessor and Lessee agree that the obligation of the Lessee to pay Rent for the use of the Railcars following the termination of the Basic Term shall survive this termination and shall be payable on demand by the Lessor.
- 7) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease.

[Signature Page Follows]

**IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written:**

**U.S. BANK, NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company), not in its individual capacity, but  
solely as Owner Trustee, as Lessor**

**By:** Annette Morgan  
**Name:**  
**Title:** Annette E. Morgan  
Assistant Vice President

**UNION PACIFIC RAILROAD COMPANY, as  
Lessee**

**By:** \_\_\_\_\_  
**Name:**  
**Title:**

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK, NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company), not in its individual capacity, but  
solely as Owner Trustee, as Lessor

By: \_\_\_\_\_  
Name:  
Title:

UNION PACIFIC RAILROAD COMPANY, as  
Lessee

By:  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

STATE OF DELAWARE )  
 )  
COUNTY OF NEW CASTLE )

SS:

On this, the 22nd day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Arnette Morgan, who being by me duly sworn, says that she is the Asst Vice President of U.S. BANK, NATIONAL ASSOCIATION., that said instrument was signed on behalf of said bank by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:

Notary Public

My Commission Expires

Residing In:

DIANNE L. WRIGHT  
NOTARY PUBLIC  
DELAWARE  
MY COMMISSION EXPIRES NOV. 14, 2011

STATE OF Nebraska )  
COUNTY OF Douglas ) SS:

On this, the 22nd day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he/she is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on behalf of said company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Maureen Fong Hinnars  
Name: Maureen Fong Hinnars  
Notary Public  
My Commission Expires: 12/5/2011  
Residing In: Omaha, NE

# **EXHIBIT A**

## **40 RAILCARS**

**MARK MCHX**

	<b>CAR NUMBER</b>		<b>CAR NUMBER</b>
<b>1</b>	<b>30005</b>	<b>40</b>	<b>30559</b>
<b>2</b>	<b>30010</b>		
<b>3</b>	<b>30012</b>		
<b>4</b>	<b>30021</b>		
<b>5</b>	<b>30047</b>		
<b>6</b>	<b>30053</b>		
<b>7</b>	<b>30060</b>		
<b>8</b>	<b>30115</b>		
<b>9</b>	<b>30116</b>		
<b>10</b>	<b>30120</b>		
<b>11</b>	<b>30130</b>		
<b>12</b>	<b>30132</b>		
<b>13</b>	<b>30141</b>		
<b>14</b>	<b>30163</b>		
<b>15</b>	<b>30171</b>		
<b>16</b>	<b>30194</b>		
<b>17</b>	<b>30204</b>		
<b>18</b>	<b>30209</b>		
<b>19</b>	<b>30217</b>		
<b>20</b>	<b>30219</b>		
<b>21</b>	<b>30230</b>		
<b>22</b>	<b>30258</b>		
<b>23</b>	<b>30264</b>		
<b>24</b>	<b>30274</b>		
<b>25</b>	<b>30282</b>		
<b>26</b>	<b>30297</b>		
<b>27</b>	<b>30300</b>		
<b>28</b>	<b>30304</b>		
<b>29</b>	<b>30322</b>		
<b>30</b>	<b>30326</b>		
<b>31</b>	<b>30366</b>		
<b>32</b>	<b>30383</b>		
<b>33</b>	<b>30390</b>		
<b>34</b>	<b>30421</b>		
<b>35</b>	<b>30428</b>		
<b>36</b>	<b>30524</b>		
<b>37</b>	<b>30526</b>		
<b>38</b>	<b>30530</b>		
<b>39</b>	<b>30540</b>		